

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW HAMPSHIRE

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IN RE TYCO INTERNATIONAL LTD.,
SECURITIES, DERIVATIVE AND “ERISA”
LITIGATION
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MDL Docket No. 02-1335-B

This Document Relates To:

STATE OF NEW JERSEY, DEPARTMENT
OF TREASURY, DIVISION OF
INVESTMENTS BY TREASURER JOHN E.
McCORMAC, on behalf of the COMMON
PENSION FUND A, DCP EQUITY FUND,
DCP SMALL CAP EQUITY FUND,
SUPPLEMENTAL ANNUITY COLLECTIVE
TRUST FUND, NJ BEST POOLED EQUITY
FUND, and TRUSTEES FOR THE SUPPORT
OF PUBLIC SCHOOLS FUND,

Docket No. 03-1337-B

Plaintiffs,

v.

TYCO INTERNATIONAL LTD.,
L. DENNIS KOZLOWSKI, MARK H.
SWARTZ, MARK A. BELNICK,
PRICEWATERHOUSECOOPERS, LLP,
PRICEWATERHOUSECOOPERS,
FRANK E. WALSH, JR., RICHARD S.
BODMAN, JOHN F. FORT, III, JAMES S.
PASMAN, JR., and WENDY E. LANE,

Defendants.
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**AGREED ORDER AND FINAL JUDGMENT OF DISMISSAL WITH
PREJUDICE AGAINST FRANK E. WALSH AND BAR ORDER**

Plaintiffs in the above-captioned action (the “New Jersey Plaintiffs”) and Defendant Frank E. Walsh (each a “Settling Party” and collectively the “Settling Parties”) have represented to the Court that they have entered into a Settlement Agreement and Release (the “Settlement Agreement”) that resolves all issues between and among them that are involved, set forth, or referred to in the Second Amended Complaint. All defined terms set forth herein are defined in the Settlement Agreement.

For good cause shown, it is hereby ORDERED that:

1. **Bar Order.** As provided in Section 21D-4(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A), to the maximum extent permissible under applicable law, and without agreeing or otherwise admitting that the “Non-Released Parties” (defined below) have any claim or right to contribution against any Settling Party: (a) Defendants L. Dennis Kozlowski and Mark H. Swartz (collectively the “Non-Settling Defendants”) and Tyco International Ltd.,¹ Mark A. Belnick, Richard S. Bodman, John F. Fort, III, James S. Pasman, Wendy E. Lane, PricewaterhouseCoopers and PricewaterhouseCoopers LLP (the “Previously-Settled Defendants,” together with the Non-Settling Defendants the “Non-Released Parties”) are hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution against any Settling Party based upon, relating to, or arising out of the Released Claims; (b) each Settling Party is hereby

¹ In and around June 2007, the entity formerly known as Tyco International Ltd. (“Tyco”) separated into three entities, Tyco International Ltd., Covidien Ltd., and Tyco Electronics Ltd. References herein to “Tyco International Ltd.” include all three of these entities.

permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for contribution against each other or against any other person based upon, relating to, or arising out of the Released Claims.

2. Because there is no just reason for delay in the entry of this ORDER and FINAL JUDGMENT with respect to the claims asserted by the New Jersey Plaintiffs against Frank E. Walsh, Jr., all claims asserted by the New Jersey Plaintiffs against Frank E. Walsh, Jr. are DISMISSED WITH PREJUDICE pursuant to Federal Rule of Civil Procedure 54(b). This action is not dismissed with respect to any claims asserted against the Non-Settling Defendants.

3. The Clerk of the Court is expressly directed to enter this Agreed Order and Final Judgment of Dismissal with Prejudice against Frank E. Walsh and Bar Order as a final judgment and to send a copy of same to all counsel of record.

AGREED AS TO FORM:

SHALOV STONE BONNER & ROCCO
LLP

RIKER, DANZIG, SCHERER,
HYLAND & PERRETTI LLP

By: s/ Patrick L. Rocco
Patrick L. Rocco
James P. Bonner

By: s/ Michael P. O'Mullan
Gerald A. Liloia
Michael P. O'Mullan

Counsel for New Jersey Plaintiffs

STROOCK & STROOCK & LAVAN
LLP

By: s/ Laurence Greenwald
Laurence Greenwald
Michele Pahmer

Counsel for Frank E. Walsh, Jr.

IT IS SO ORDERED.

Entered: November 10, 2009

/s/ Paul Barbadoro
The Honorable Paul Barbadoro
United States District Court Judge

cc: Counsel of Record